

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x  
In re: )  
 ) Chapter 11  
 )  
DELPHI CORPORATION, *et al.*, ) Case No. 05-44481 (RDD)  
 )  
 ) (Jointly administered with Delphi  
 ) Automotive Systems, LLC,  
 ) Case No. 05-55640  
Debtor. )  
-----x

**NOTICE OF TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO:

**MERRILL LYNCH CREDIT PRODUCTS, LLC** ("Transferor")  
4 World Financial Center, 7<sup>th</sup> Floor  
New York, New York 10080  
Attention: Gary S. Cohen/Christopher Moon  
Telephone: (212) 449-4969  
Fax: (212) 449-0769

2. Your claim, as evidenced by your proof of claim against Delphi Mechatronics Systems, Inc., a debtor and debtor-in-possession in the above-captioned case (dated July 26, 2006, and docketed as Claim No. 11052, a copy of the first page of which is attached hereto as Exhibit A), as stipulated and agreed pursuant to that certain Joint Settlement Agreement, Stipulation, and Agreed Order to Permit Setoff of Obligations between Delphi Automotive Systems, Delphi Mechatronics Systems, Inc. and Murata Electronics North America, Inc. and to Resolve Objections to and Reduce Claim Numbers 11052 and 11053 (dated July 30, 2007, and approved August 29, 2007, a copy of the first page of which is attached hereto as Exhibit B) (the "Stipulation"), consisting of (i) the allowed general unsecured claim in the amount of \$31, 393.31 referenced in paragraph 7 of the Stipulation and (ii) the \$3,638.21 claim referenced in paragraph 9 of the Stipulation, has been transferred, pursuant to the terms of the Evidence of Transfer of claim attached hereto as Exhibit C, to:

**SPECIAL SITUATIONS INVESTING GROUP, INC.** ("Transferee")  
85 Broad Street  
New York, New York 10004  
Attention: Al Dombrowski  
Telephone: (212) 357-5126  
Fax: (212) 902-4103

All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit D.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFeree.**

-- Refer to **INTERNAL CONTROL NO. \_\_\_\_\_** in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFeree WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

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**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2007.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent  Transferee  Debtor's Attorney

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**

**PROOF OF CLAIM**

## FORM B10 (Official Form 10) (04/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u>		DISTRICT OF <u>New York</u>	PROOF OF CLAIM												
Name of Debtor <b>Delphi Mechatronic Systems, Inc.</b>		Case Number <b>05-44567</b>													
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.															
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>Murata Electronics North America, Inc.</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.													
Name and address where notices should be sent: 2200 Lake Park Drive Smyrna, Georgia 30080-7604 Attn: Treasurer/Controller															
Telephone number: 770-436-1300		THIS SPACE IS FOR COURT USE ONLY													
Account or other number by which creditor identifies debtor: 8696		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____													
<b>1. Basis for Claim</b> <table> <tr> <td><input checked="" type="checkbox"/> Goods Sold / Services Performed</td> <td><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)</td> </tr> <tr> <td><input type="checkbox"/> Customer Claim</td> <td><input type="checkbox"/> Wages, salaries, and compensation (fill out below)</td> </tr> <tr> <td><input type="checkbox"/> Taxes</td> <td>Last four digits of SS #: _____</td> </tr> <tr> <td><input type="checkbox"/> Money Loaned</td> <td>Unpaid compensation for services performed</td> </tr> <tr> <td><input type="checkbox"/> Personal Injury</td> <td>from _____ to _____</td> </tr> <tr> <td><input type="checkbox"/> Other _____</td> <td>(date) (date)</td> </tr> </table>				<input checked="" type="checkbox"/> Goods Sold / Services Performed	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)	<input type="checkbox"/> Customer Claim	<input type="checkbox"/> Wages, salaries, and compensation (fill out below)	<input type="checkbox"/> Taxes	Last four digits of SS #: _____	<input type="checkbox"/> Money Loaned	Unpaid compensation for services performed	<input type="checkbox"/> Personal Injury	from _____ to _____	<input type="checkbox"/> Other _____	(date) (date)
<input checked="" type="checkbox"/> Goods Sold / Services Performed	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)														
<input type="checkbox"/> Customer Claim	<input type="checkbox"/> Wages, salaries, and compensation (fill out below)														
<input type="checkbox"/> Taxes	Last four digits of SS #: _____														
<input type="checkbox"/> Money Loaned	Unpaid compensation for services performed														
<input type="checkbox"/> Personal Injury	from _____ to _____														
<input type="checkbox"/> Other _____	(date) (date)														
<b>2. Date debt was incurred:</b> Various-see attached Exhibits A-E		<b>3. If court judgment, date obtained:</b>													
<b>4. Total Amount of Claim at Time Case Filed:</b> \$ <u>31,393.31*</u> (unsecured)		<u>\$913.00*</u> (secured)	<u>\$3,638.21</u> (priority)	<u>\$35,944.52*</u> (Total)											
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.															
<input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.															
<b>5. Secured Claim.</b> <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).		<b>7. Unsecured Priority Claim.</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim													
Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other setoff/recoupment of prepetition overpayment Value of Collateral: \$ <u>913.00*</u>		Amount entitled to priority \$ <u>3,638.21</u> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units-11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1).													
Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ <u>N/A</u>		<small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small>													
<b>6. Unsecured Nonpriority Claim</b> \$ <u>31,393.31*</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.															
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY													
<b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. *															
<b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim															
Date <b>Jul. 31. 2006</b>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):  <i>Yoshihiro Nishida</i> <b>Toshi Yasutaka, Treasurer/Controller</b>														

*Penalty for presenting fraudulent claim:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

\*See attached Exhibits A-E

**EXHIBIT B**

**STIPULATION**

TOGUT, SEGAL & SEGAL LLP  
Bankruptcy Conflicts Counsel for Delphi Corporation, *et al.*,  
Debtors and Debtors in Possession,  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000  
Neil Berger (NB-3599)

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X-----  
In re : Chapter 11  
:   
DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)  
:   
Debtors. : (Jointly Administered)  
:   
-----X-----

**JOINT SETTLEMENT AGREEMENT, STIPULATION, AND  
AGREED ORDER TO PERMIT SETOFF OF OBLIGATIONS BETWEEN  
DELPHI AUTOMOTIVE SYSTEMS, DELPHI MECHATRONICS SYSTEMS,  
INC. AND MURATA ELECTRONICS NORTH AMERICA, INC. AND TO  
RESOLVE OBJECTIONS TO AND REDUCE CLAIM NUMBERS 11052 AND 11053**

WHEREAS, on October 8, 2005, Delphi Corporation ("Delphi") and certain of its U.S. subsidiaries (the "Initial Filers") including, without limitation, Delphi Automotive Systems, LLC ("DAS") and Delphi Mechatronic Systems, Inc. ("Mechatronics"), filed voluntary petitions for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy

**EXHIBIT C**

**EVIDENCE OF TRANSFER OF CLAIM**

### EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Merrill Lynch Credit Products, LLC

MERRILL LYNCH CREDIT PRODUCTS, LLC, a limited liability company organized under the laws of the State of Delaware, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to SPECIAL SITUATIONS INVESTING GROUP, INC., its successors and assigns, with offices located at 85 Broad Street, New York, NY 10004 ("Buyer"), all right, title and interest in and to the claims of Seller against Delphi Mechatronics Systems, Inc., docketed as Claim No. 11052 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44567, as modified by that certain "Joint Settlement Agreement, Stipulation, And Agreed Order To Permit Setoff Of Obligations Between Delphi Automotive Systems, Delphi Mechatronics Systems, Inc. And Murata Electronics North America, Inc. And To Resolve Objections To And Reduce Claim Numbers 11052 And 11053", Dated July 30, 2007, entered August 29, 2007, and September 5, 2007.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 10 day of September, 2007.

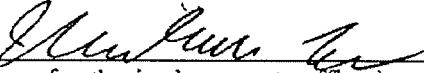
**MERRILL LYNCH CREDIT PRODUCTS, LLC**

WITNESS:

  
(Signature)

Name: Chris Mason  
Title:   
(Print name and title of witness)

*GL*

By:   
(Signature of authorized corporate officer)

Name: **Michael Lee**  
Title: **Vice President**  
Tel.: **212 449-4480**

**SPECIAL SITUATIONS INVESTING GROUP,  
INC.**

**WITNESS:**

Jennifer Canu  
(Signature) Jennifer Canu  
Name: Authorized Signatory  
Title:  
(Print name and title of witness)

By: J. Weisfeld  
(Signature of authorized corporate officer)  
Name: Jaime Weisfeldner  
Title: Authorized Signatory  
Tel.:

**EXHIBIT D**

Address for Notices:

85 Broad Street  
New York, New York 10004  
Attention: Al Dombrowski  
Telephone: (212) 357-5126  
Fax: (212) 902-4103

Wire Instructions:

JPMorgan Chase Bank, N.A., New York  
ABA No.: 021-000-021  
A/C Name: Special Situations Investing Group, Inc.  
A/C No.: 066906601  
Ref.: Delphi Automotive Claim (Murata)/Merrill Lynch to SSIG  
Attn.: Bank Loan Operations